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Dean Heller

Dean Heller
Secretary of State
ABOVE

Certificate of Designation
(PURSUANT TO NRS 78.1955)

Certificate of Designation
For Nevada Profit Corporations
(Pursuant to NRS 78.1955)

1. Name of corporation:

ICOA, INC.

2. By resolution of the board of directors pursuant to a provision in the articles of incorporation, this certificate establishes the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock:

Certificate of Designation of Series A Preferred Stock (attached hereto)

Number of Shares: 2,100,000
Par Value: \$0.0001

3. Effective date of filing (optional):

THE FILING DATE
(must not be later than 90 days after the certificate is filed)

4. Officer Signature:

[Handwritten Signature]

Filing Fee: \$175.00

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected

This form must be accompanied by appropriate fees.

Repealed by Chapter 200, Act 24, 1989. Codification, NRS
Repealed, 1989.

CERTIFICATE OF DESIGNATION OF

SERIES A PREFERRED STOCK OF

ICOA, INC.

ICOA Inc., a corporation organized and existing under the laws of the State of Nevada (the "Company"), hereby certifies that the following resolution was adopted by the Board of Directors (the "Board") of the Company as required by Chapter 78 of the Nevada Revised Statutes at a meeting duly called and held on April 28, 2006, amending the Articles of Incorporation of the Company to create a series of Preferred Stock designated as "Series A Preferred Stock."

RESOLVED, that pursuant to the authority vested in the Board of Directors of ICOA, Inc., a corporation organized and existing under the laws of the State of Nevada, in accordance with the provisions of the Articles of Incorporation of the Company, the Board hereby creates a series of Preferred Stock, par value \$0.0001 per share, of the Company, to be designated as "Series A Preferred Stock" and hereby fixes the voting powers, designations, preferences, limitations, restrictions, relative rights and distinguishing designation of the shares of the Series A Preferred Shares, as follows:

SECTION 1: DESIGNATION AND RANK

1.1 Designation. Two Million One Hundred Thousand (2,100,000) shares of the Preferred Stock of the Company, par value one-thousandth of one cent (\$0.0001) per share, shall be designated and known as the "Series A Preferred Stock."

1.2 Rank. With respect to the payment of dividends and other distributions on the capital stock of the Company, including distribution of the assets of the Company upon liquidation, the Series A Preferred Stock shall rank *pari passu*, on an as converted basis together with the Common Stock, with the shareholders of Common Stock and as otherwise provided under the laws of the State of Nevada.

SECTION 2: DIVIDEND RIGHTS

2.1 Dividends or Distributions. From and after the original issue date of the Series A Preferred Stock, when and if the Board declares a dividend or distribution payable with respect to then-outstanding shares of Common Stock, the holders of Series A Preferred Stock shall be entitled to the amount of dividends per share in the same form as such Common Stock dividends that would be payable on the largest number of whole shares of Common Stock into which a holder's aggregate shares of Series A Preferred Stock could then be converted pursuant to Section 4 hereof (such number to be determined as of the record date for the determination of holders of Common Stock entitled to receive such dividend).

SECTION 3: LIQUIDATION RIGHTS

3.1 Liquidation Preference. Upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary (collectively, a "Liquidation"), before any distribution or payment shall be made to any of the holders of Common Stock, the holders of Series A Preferred Stock shall be entitled to receive out of the assets of the Company, whether such assets are capital, surplus or earnings, an amount equal to Thirty Seven and One Half Cents (\$0.375) per share of Series A Preferred Stock (the "Liquidation Amount") plus all declared and unpaid dividends thereon, for each share of Series A Preferred Stock held by them.

3.2 Pro Rata Distribution. If, upon any Liquidation, the assets of the Company shall be insufficient to pay the Liquidation Amount, together with declared and unpaid dividends thereon, in full to all holders of Series A Preferred Stock, then the entire net assets of the Company shall be distributed among the holders of the Series A Preferred Stock, ratably in proportion to the full amounts to which they would otherwise be respectively entitled and such distributions may be made in cash or in property taken at its fair value (as determined in good faith by the Company's Board of Directors), or both, at the election of the Company's Board of Directors.

3.3 Merger, Consolidation or Reorganization. For purposes of this Section 3, a Liquidation shall not be deemed to be occasioned by or to include the merger, consolidation or reorganization of the Company into or with another entity through one or a series of related transactions, or the sale, transfer or lease of all or substantially all of the assets of the Company.

SECTION 4: CONVERSION RIGHTS

4.1 Conversion. The holders of the Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(a) Conversion Rate. Each share of Series A Preferred Stock shall be convertible into seventy six and one-tenth (76.1) shares of the Company's Common Stock (the "Conversion Rate").

(b) Automatic Conversion. The Series A Preferred Stock shall be automatically converted into Common Stock on the first date after the next annual meeting of the shareholders of the Company (the "Automatic Conversion Date"); provided, Automatic Conversion is conditioned upon an increase in the number of authorized shares of Common Stock of the Company sufficient to permit conversion of all issued and outstanding Series A Preferred Stock into Common Stock on the Automatic Conversion Date. The Company's Board of Directors shall recommend to shareholders a vote in favor of an increase in authorized shares and shall vote all shares held by them, in proxy or otherwise, in favor of such proposal.

(c) *Mechanics of Conversion.* On the Automatic Conversion Date, the outstanding shares of Series A Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Company or its transfer agent. On the Automatic Conversion Date, each holder of record of shares of Series A Preferred Stock shall be deemed to be the holder of record of the Common Stock issuable upon such conversion, notwithstanding that the certificates representing such shares of Series A Preferred Stock shall not have been surrendered at the office of the Company, that notice from the Company shall not have been received by any holder of record of shares of Series A Preferred Stock, or that the certificates evidencing such shares of Common Stock shall not then be actually delivered to such holder. Upon conversion, any shares of Series A Preferred Stock shall cease to constitute shares of Series A Preferred Shares and shall represent shares of Common Stock into which they have been converted.

(d) *Conversion into Note.* If, on the Automatic Conversion Date, the number of authorized shares of Common Stock of the Company is insufficient to provide for conversion of all issued and outstanding Series A Preferred Stock into Common Stock, then each share of Series A Preferred Stock shall be automatically converted into a Promissory Note giving each holder of Series A Preferred Stock the right to receive Thirty Seven and One Half Cents (\$0.375) for each share of Series A Preferred Stock (the "Note"). The Note shall have an interest rate of twelve percent (12%) per annum, have a term of twenty four (24) months from the Automatic Conversion Date, with monthly interest payments commencing on January 1, 2007, and principal and interest payments commencing twelve (12) months from the Automatic Conversion Date. Upon conversion into the Note, any shares of Series A Preferred Stock shall cease to constitute shares of Series A Preferred Shares and shall represent the Note into which they have been converted.

SECTION 5: FRACTIONAL SHARES

5.1. No fractional shares of Common Stock will be issued upon the conversion of any share or shares of the Series A Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series A Preferred Stock by a holder shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of a fraction of a share of Common Stock, the Company shall, in lieu of issuing any fractional share, issue to the holder otherwise entitled to such fraction the next whole share of the Company's Common Stock.

SECTION 6: VOTING RIGHTS

6.1. The Holders of Series A Preferred Stock shall be entitled to vote on all matters submitted to a vote of the holders of the Company's Common Stock on an as if converted to Common Stock basis based on the Conversion Rate in effect on the record date of such vote. Except as otherwise provided herein, to the maximum extent permitted by law, holders of Series A Preferred Stock will not have any rights to vote separately as a series with respect to any matter submitted to a vote of the holders of the Company's outstanding securities.

SECTION 7: STATUS OF CONVERTED STOCK

7.1. Upon conversion of the shares of Series A Preferred Stock pursuant to Section 4 hereof, the shares so converted shall be canceled and shall not be reissuable by the Company. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock subject to the conditions and restrictions on issuance set forth herein, in the Amended and Restated Articles of Incorporation, or in any other Certificate of Designation creating a series of Preferred Stock or any similar stock or as otherwise required by law.

SECTION 8: MISCELLANEOUS


8.1. Headings of Subdivisions. The headings of the various Sections hereof are for convenience of reference only and shall not affect the interpretation of any of the provisions hereof.

8.2. Severability of Provisions. If any right, preference or limitation of the Series A Preferred Stock set forth herein (as this resolution may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other rights, preferences and limitations set forth in this resolution (as so amended) which can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein.

IN WITNESS WHEREOF, the Company has caused this Certificate of Designation to be signed, under penalties of perjury, by Stephen N. Cummings, its Secretary.

DATED: MAY 11, 2006

ICOA, INC.

By 
Name: Stephen N. Cummings
Title: SVP, CFO & Secretary